

## **EXHIBIT 12**

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**From:** "Mark Elliot Zuckerberg" <mzuckerb@fas.harvard.edu>  
**To:** "Cameron Howard Winklevoss" <winklev@fas.harvard.edu>  
**Date:** 2/12/04 5:43PM  
**Subject:** Re: Important Notice (2)

Cameron,

In response to your email, I would like to let you know that I have no intention of disclosing your work product, any of your ideas, or your demands.

>From the initiation of this project, I perceived it as a non-business oriented venture, with its primary purpose of developing an interesting product to aid the Harvard community. You asserted this yourself when I asked about the business model around the site. Originally, I was intrigued by the project and was asked to finish the Connect side of the web site. I did this, and in doing so, I realized over time that my concept of the web site was not as it had initially been portrayed by yourself and Divya.

When we met in January, I expressed my doubts about the site (where it stood with graphics, how much programming was left that I had not anticipated, the lack of hardware we had to deal with site use, the lack of promotion that would go on to successfully launch the web site, etc) and suggested that you have Victor or someone else work on it if you wanted it to be launched as quickly as possible. Further, I told you that I had other projects I was working on, and that those were higher priorities than finishing the HarvardConnection site. Based on this meeting, your claims of material detriment are not applicable.

After this meeting, and not before, I began working on Thefacebook, using none of the same code nor functionality that is present in HarvardConnection. This was a separate venture, and did not draw on any of the ideas discussed in our meetings. The only common aspects of the site are that users can upload information about and images of themselves, and that information is searchable. The idea of an online directory is not protectable, so any coincidental similarity between our sites is not a misappropriation of your work product.

Finally, I think I have as much of a reason to be disappointed with this arrangement as you do, since I worked with the expectation that I would be included in the overall development and control of the project but found that I was being subjected to demands on my time without truly being made a part of the development team and without receiving any other compensation.

If you would like to meet to discuss any of this, I am willing to meet with you alone. Let me know...

Mark